

EXHIBIT B

**The Pointe Group, Inc.
2003**

<u>Realty Company (lessee)</u>	<u>Operating Company (lessor)</u>	<u>Management Company</u>
Cranberry Pointe Partnership	Cranberry Pointe Nursing Home, Inc.	The Pointe Group, Inc.
Chestnut Hill Realty, LLC	Hammond Pointe Nursing Home, LLC Boylston Place @ Chestnut Hill, LLC	The Pointe Group, Inc. Commonwealth Communities Mgmt. Co.

Note: The realty company owns the property and leases it to the operating company. The lease payment each month is equal to the debt service costs and any other property related costs of the realty company.

Both realty companies are owned as follows: Estate of William Freid 50%; Mark W. Tobin 20%; Barry Freid 7.5%; Gerald Freid 7.5%; Andrea Noble 7.5% and Lisa Allen 7.5%. The same ownership percentages apply to the operating companies as well. (Barry Freid, Grald Freid, Andrea Noble and Lisa Allen are siblings and the children of William and Georgia Freid.

Profile of The Pointe Group, Inc. 2003

The Pointe Group was founded in 1995 to serve as the management company for a small chain of privately owned nursing homes and assisted living facilities owned by Mark W. Tobin and William and Georgia Freid. Each facility was newly constructed, beginning with Cranberry Pointe Nursing Home in 1990, Eastpointe Nursing Home in 1992, Southpointe Nursing Home in 1993, Baypointe Nursing Home in 1995, Heights Crossing Assisted Living Facility in 1996, Hammond Pointe Nursing Home and Boylston Place Assisted Living Facility in 2000.

Each property is owned by a partnership, which leases its facility to an operating entity. Example: Cranberry Pointe Partnership leases the facility to Cranberry Pointe Nursing Home, Inc. (the operating entity). Each operating entity is a Subchapter S Corporation. The operating entity pays rent in an amount equal to satisfying the debt service obligation and other property related costs only. There are no employees of the partnerships. The Pointe Group is a regular corporation.

The two assisted living facilities' operations are managed by Commonwealth Communities, Inc., under contract, as the owners have no experience with operating assisted living facilities. All the nursing homes are managed by The Pointe Group. Mark Tobin, the president, has more than 30 years experience in the nursing home industry as an owner and administrator; Barry Freid, Chief Operating Officer, has more than nine years experience in operations and Gerald Freid, Vice President and CFO is new to the industry. William Freid, former Treasurer and CFO, passed away in April 2002.

The Pointe Group is structured to oversee operations by supervising the administrators at each facility. Each year the COO, assisted by the controller, oversees the preparation of annual operating budgets for each facility. All contracts for health insurance, including dental and std/life, are negotiated by the COO. All contracts for both services and supplies are also negotiated by the COO. Pricing guidelines are established for the respective vendors and monitored periodically via internal audit. Payrolls are monitored regularly via weekly payroll reports which detail hours worked and paid, overtime hours worked and paid, holiday/sick/vacation hours paid, and any bonus dollars paid. They are also monitored, by reviewing weekly reports of all new hires and the detail of all pay raises. Payroll is administered at the facility level utilizing an outside payroll service (ADP).

The CFO and controller oversee the management of all company cash flow, including controlling all cash receipts and disbursements. All cash is controlled via a zero-balance cash sweep system where all funds are pooled. This obviously creates inter-company transactions, which are posted accordingly.

Accounts receivable is controlled by adherence to a monthly billing schedule. All billing is done at the facility location for each entity. Monthly receivable meetings are held at

each facility attended by a Pointe Group accountant, the facility administrator, the business office manager and the billing/receivable bookkeeper. Monthly outstanding balance reports/agings are produced in detail, identifying any problem accounts. Average days in receivable are calculated for each facility, monthly. These are compared to the targeted average for variance analysis.

The books are maintained employing the accrual method of accounting. The controller's office is responsible for producing monthly income statements with budget variances for all facilities. These statements are reviewed monthly with each respective administrator and the COO, for variance analysis and discussion.

We have three facilities with HUD insured mortgages, and an application filed for a fourth via a refinancing. Consequently the controller's office is responsible for satisfying annual reporting requirements to HUD. Any and all issues dealing with HUD are handled by the controller's office. In addition, the controller's office is responsible for filing annual cost reports to the state for Medicaid business, and to the fiscal intermediary for Medicare business.

The Pointe Group Controller is also responsible for overseeing the company 401K plan for all facilities, including satisfying all reporting requirements to the IRS and all employees. The Angell Pension Group is contracted for general administration with the controller's office the conduit for all activity.

All facilities have a fiscal year end of December 31st, and the Pointe Group year end is September 30th.